

**WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF
ASPIRUS HEALTH VENTURES, INC.**

The undersigned, being all of the Directors of Aspirus Health Ventures, Inc., a Wisconsin corporation (the "Corporation"), do hereby adopt the following resolution by written consent, pursuant to Section 180.0704 of the Wisconsin Business Corporation Law in lieu of an actual meeting of the Board of Directors, with the same effect as though adopted at a meeting of the Board of Directors of the Corporation duly called and held.

WHEREAS, Aspirus Arise Health Plan of Wisconsin, Inc. ("AAHP-WI") is a wholly owned subsidiary of the Corporation; and

WHEREAS, effective December 31, 2018, AAHP-WI accepted the resignations of Michael Hamerlik, Cari Logemann, Matthew Streiff, and John Stephens as directors; and

WHEREAS, the Bylaws of AAHP-WI provide that its Shareholder shall elect new directors; and

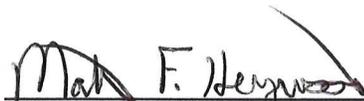
WHEREAS, the Bylaws of AAHP-WI further provide that the number of directors shall not be fewer than three (3); and

WHEREAS, the Board hereby nominates Eric J. Anderson to serve as director on the AAHP-WI Board of Directors.

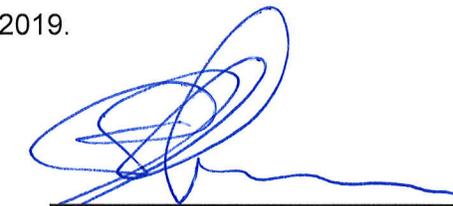
NOW THEREFORE, BE IT RESOLVED, that Eric J. Anderson is hereby elected to serve on the AAHP-WI Board of Directors, bringing the total number of directors to three (3).

Dated effective this 2nd day of January, 2019.

Directors:



Matthew F. Heywood, Chair



Eric J. Anderson



Sidney C. Sczygelski